

**SHADOWFAX TECHNOLOGIES LIMITED**

**POLICY FOR EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS**

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### **1. Introduction**

Shadowfax Technologies Limited (“**Company**”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior, in consonance with the Company’s Code of Conduct for its Board and Senior Management Personnel (“**Code**”). The honesty, integrity and sound judgement and performance of the Directors and the Senior Management are key criteria for the success and for building a good reputation of the Company. Each Director and executive in the senior management is expected to comply with the letter and spirit of this policy for evaluation of the performance of the Board (“**Policy**”). Any actual or potential violation of this above Code and this Policy by the Directors would be the matter of serious concern for the Company.

Therefore, the Company has formulated this Policy to comply with various provisions under the Act, the Listing Regulations and also the formal annual evaluation made by the Board of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Act. The Nomination and Remuneration Committee (“**Committee**”) shall evaluate the performance of each Director as per subsection (2) of Section 178 of the Act and based on the functions of the Independent Directors as indicated under Schedule IV (as per section 149) annexed to the Act and the rules made there under.

### **2. Definitions**

- i. “**Act**” means The Companies Act, 2013, as amended from time to time and the rules made thereunder;
- ii. “**Company**” means Shadowfax Technologies Limited
- iii. “**Director**” or “**Board**” means the Director or the Board, in relation to the Company, and deemed to include the collective body of the Board of Directors of the Company including the chairman of the Company.
- iv. “**Independent Director**” shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (5) of the Act.
- v. “**Policy**” shall mean this Policy for evaluation of performance of Board of Directors of the Company.
- vi. “**Committee**” shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Act.
- vii. “**Listing Regulations**” means Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **3. Objective**

The object of this Policy is to formulate the procedures and prescribe the criteria to evaluate the performance of the entire Board of the Company. Further, to adopt best practices to manage the affairs of the Company in a seamless manner and ensure sustained long-term value creation for stakeholders by achieving good corporate governance. Assessing the balance of skills, knowledge and experience on the Board.

### **4. Scope**

The scope of the evaluation extends to Directors including Independent Directors, the Executive Chairman, the Managing Director / Whole Time Directors, Committees of the Board based on the Criteria set forth by the Committee.

## **5. Evaluation**

- a) The Committee shall carry out the evaluation of the performance of every Director.
- b) The evaluation of performance of the Independent Directors shall be carried out by the entire Board of Directors and shall include:
  - Performance of the Directors; and
  - Fulfilment of the independence criteria as specified in these regulations and their independence from the management.
- c) Provided that in the above evaluation, the Directors who are subject to evaluation shall not participate.
- d) The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management; and in this meeting they shall:
  - Review the performance of non-independent directors and the Board as a whole;
  - Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors.
- e) The evaluation performance of Committees of Board shall be carried out by entire Board of Directors
- f) Evaluation performance should be carried out at least once a year and the evaluation report shall be placed before the Board of Directors.
- g) The evaluation of the Directors, Board and its committees shall be carried out based on the questionnaire, feedback form or any other mode that Committee may decide. Different criteria need to be identified for the Board, its committees, individual directors, including Independent Directors. Based on a review of the business environment and Company performance, the Board may choose the set of criteria to be used for the year. Some of the performance indicators on which the same can be evaluated are mentioned below:
  - Charter: Clear and Comprehensive
  - Composition and quality of the Board/Committee
  - Tenure of Board/Committee Members
  - Frequency of Meetings
  - Issues identified for discussion
  - Time allocated for the meetings
  - Adequacy of information supplied with agenda
  - Actions on Board recommendations
  - Compliance of Secretarial Standards
  - Overall stakeholder value creation
  - Ethics and compliance
  - Oversight of the financial reporting process, including internal controls

## **6. Disclosure**

- a) The Company shall include, in the report by its Board of Directors, as a part of the Annual Report a statement indicating the manner in which the formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors.
- b) In the corporate governance section of the annual report, performance evaluation criteria for independent directors shall be disclosed

## **7. Review of policy**

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to the Policy shall automatically be deemed to be included in the Policy, without any further amendment of the Policy by the Board or relevant committee of the Board.